

ENBRIDGE ENERGY PARTNERS LP  
Form 8-K  
February 01, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

---

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

---

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): January 26, 2005**

**ENBRIDGE ENERGY PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or Other Jurisdiction)

**1-10934**  
(Commission File No.)

**39-1715850**  
(I.R.S. Employer Identification No.)

**1100 Louisiana, Suite 3300, Houston, TX 77002**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(713) 821-2000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Edgar Filing: ENBRIDGE ENERGY PARTNERS LP - Form 8-K

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On January 28, 2005, Enbridge Energy Partners, L.P. issued a press release reporting its financial results for the quarter and year ended December 31, 2004, attached hereto as Exhibit 99.1. The first paragraph, the second paragraph and the table captioned "Comparative Fourth Quarter and Year End Earnings," and the table captioned "EBITDA Reconciliation" are incorporated herein by reference. As noted in the press release, a copy of the Partnership's condensed unaudited quarterly financial statements is available at the Partnership's website at [www.enbridgepartners.com](http://www.enbridgepartners.com). Those financial statements are attached as Exhibit 99.2 and are incorporated herein by reference. This information is not deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 and is not incorporated by reference into any Securities Act registration statements.

EBITDA is used as a supplemental financial measure to assess: (a) the ability of assets to generate cash sufficient to pay interest costs and make cash distributions to unitholders, (b) the financial performance of assets and (c) the appropriateness of the purchase price of assets being considered for acquisition. As such, this supplemental financial measure provides a basis for investors and management to assess and measure performance over time and in relation to companies who own similar assets. Moreover, our revolving credit agreements require us to use EBITDA in calculating certain financial ratios. Although EBITDA is used as a supplemental financial measure to assess our ability to generate sufficient cash to pay interest costs and make cash distributions to unitholders as noted above, the amount of cash available for such payments is also subject to our ability to reserve cash for other uses, such as debt repayments, capital expenditures and operating activities.

**ITEM 8.01. OTHER EVENTS**

Enbridge Energy Partners, L.P. issued a press release on January 26, 2005, reporting its declaration of cash distributions for the quarter ended December 31, 2004, which is attached hereto as Exhibit 99.3.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(c) EXHIBITS

	Description
99.1	Press release of Enbridge Energy Partners, L.P., dated January 28, 2005, reporting financial results for the quarter ended December 31, 2004.
99.2	Condensed consolidated financial statements of Enbridge Energy Partners, L.P. as of and for the quarter ended December 31, 2004.
99.3	Press release of Enbridge Energy Partners, L.P., dated January 26, 2005, reporting distributions for the quarter ended December 31, 2004.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**ENBRIDGE ENERGY PARTNERS, L.P.**  
(Registrant)

By: Enbridge Energy Management, L.L.C.  
as delegate of Enbridge Energy Company, Inc.,  
its General Partner

By: /s/ JODY L. BALKO  
*Jody L. Balko*  
*Controller*  
*(Duly Authorized Officer)*

Date: February 1, 2005